

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF SOUTH CAROLINA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name WD-I Associates, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

DBA Sea Turtle Marketplace

3. Debtor's federal Employer Identification Number (EIN) 32-0423712

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Virginia Beach Cit
County

Location of principal assets, if different from principal place of business

430 William Hilton Parkway Hilton Head Island, SC
29926

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor WD-I Associates, LLC
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**8. Under which chapter of the Bankruptcy Code is the debtor filing?** Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor WD-I Associates, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor WD-I Associates, LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5/6/2019
MM / DD / YYYY**X** /s/Jon Wheeler
Signature of authorized representative of debtorJon Wheeler
Printed nameTitle Manager, WD-I Management, LLC**18. Signature of attorney****X** /s/Michael H. Conrady
Signature of attorney for debtorDate 5/6/2019
MM / DD / YYYYMichael H. Conrady
Printed nameCampbell Law Firm, PA
Firm name890 Johnnie Dodds Boulevard, Suite B
P.O. Box 684
Mt. Pleasant, SC 29464
Number, Street, City, State & ZIP CodeContact phone (843) 884-6874Email address mconrady@campbell-law-firm.com5560 SC
Bar number and State

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Statement of Financial Affairs
- ☒ List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5/6/2019

/s/Jon Wheeler

Signature of individual signing on behalf of debtor

Jon Wheeler

Printed name

Manager, WD-I Management, LLC

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC
 United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Fiamma Italian Kitchen, LLC 27 Pearl Reef Lane Hilton Head Island, SC 29926		Lease dispute	Contingent Unliquidated Disputed			\$0.00
G&S Nursery 1550 SW Bedenbaugh Lane Lake City, FL 32025		Subcontractor with Davis Landscaping - filed notice of mechanics' lien 2/5/18; currently unreleased of record.	Disputed			\$0.00
Harrison Perrine 909 Walnut Street #2503 Kansas City, MO 64106						\$32,059.68
Kaufman & Canoles, P.C. 150 West Main Street Norfolk, VA 23514						\$80,081.44
Perrine Investments c/o Harrison Perrine 909 Walnut Street, #2503 Kansas City, MO 64106						\$128,622.84
Pineland Associates II, LLC 2529 Virginia Beach Blvd Virginia Beach, VA 23452		Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926	Disputed	\$1,000,000.00	\$20,500,000.00	\$1,000,000.00

Debtor WD-I Associates, LLC
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Sandcastle Constructors, Inc. 15 Trellis Court Hilton Head Island, SC 29926		FOR NOTICE PURPOSES ONLY	Disputed			\$0.00
Superior Document Services 8th & Main Building 707 E. Main Street, Ste 150 Richmond, VA 23219						\$31,165.72
Wheeler Development LLC 2529 Virginia Beach Blvd Ste 200 Virginia Beach, VA 23452			Disputed Subject to Setoff			\$258,873.87
Wheeler Interests, LLC 2529 Virginia Beach Blvd, Ste 200 Virginia Beach, VA 23452			Disputed Subject to Setoff			\$3,700.41
Wheeler Real Estate LLC 2529 Virginia Beach Boulevard Virginia Beach, VA 23452			Disputed Subject to Setoff			\$279,199.86
Wheeler Reit, L.P. 2529 Virginia Beach Blvd Virginia Beach, VA 23452		Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926	Disputed	\$11,000,000.00	\$20,500,000.00	\$11,000,000.00

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ 20,500,000.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ 2,309,092.19

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ 22,809,092.19

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 32,745,621.86

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 836,580.90

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ 33,582,202.76

Fill in this information to identify the case:Debtor name WD-I Associates, LLCUnited States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. Bank of Arkansas Insurance (estimated value)Proceeds of fire insurance\$190,000.003.2. Towne Bank Operating Account\$11,724.593.3. Towne Bank Security Deposit account\$4,497.543.4. Towne Bank Insurance AccountProceeds of fire insurance\$202,869.06**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$409,091.19**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Debtor WD-I Associates, LLC Case number (If known) _____
Name

Description, including name of holder of deposit

7.1. Laughlin & Bowen - Balance of retainer for legal services Unknown

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property
Include street address or other

Nature and extent of debtor's interest

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

Debtor WD-I Associates, LLC Case number (If known) _____
Name

description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).

in property

55.1. Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926

Fee simple

Unknown

Appraisal

\$20,500,000.00

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$20,500,000.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☒ No
☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☐ No
☒ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

60. **Patents, copyrights, trademarks, and trade secrets**

61. **Internet domain names and websites**

62. **Licenses, franchises, and royalties**

63. **Customer lists, mailing lists, or other compilations**

64. **Other intangibles, or intellectual property**

Closing costs capitalized (book value \$250,881.12); loan costs capitalized (book value \$475,787.54); leasing commissions (book value \$880,140.60); prepaid insurance (book value \$32,311.51)

See description

\$1.00

65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$1.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?

☒ No
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

Debtor WD-I Associates, LLC Case number (If known) _____
Name

- ☒ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

Insurance claim for Starbucks fire (in process) \$1,900,000.00

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Intercompany accounts receivable (included on balance sheet) \$1,421,311.90 comprised of:
DFI EDENTON - \$165,687.40; PINELAND - \$508,000.26;
PINELAND - \$(37,588.47); Berlandi Nussbaum \$5,250.00;
Revere Loan - \$382,597.29; Sooner Capital - \$67,150.00;
WRV - \$56,404.00; HARBOR POINT - \$93,372.19; DEV
FUND I - \$7,634.00; WHEELER AVIATION - \$5,000.00;
Pineland Mgt - \$105.00; PORTFOLIO R&M - \$167,700.23.

Unknown

Nature of claim

Amount requested \$0.00

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** Examples: Season tickets, country club membership

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$1,900,000.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor WD-I Associates, LLC Case number (If known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$409,091.19	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$20,500,000.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$1.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$1,900,000.00	
91. Total. Add lines 80 through 90 for each column	\$2,309,092.19	+ 91b. \$20,500,000.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$22,809,092.19

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Beaufort County Creditor's Name Treasurer PO Drawer 487 Beaufort, SC 29901-0487 Creditor's mailing address Creditor's email address, if known Date debt was incurred November 2018 Last 4 digits of account number 0000 Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. 1. Beaufort County 2. BOKF, N.A. (known as Bank of Arkansas) 3. Pineland Associates II, LLC 4. Wheeler Reit, L.P.	Describe debtor's property that is subject to a lien Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926 Describe the lien Real Estate Tax Lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$148,465.77	\$20,500,000.00

2.2	BOKF, N.A. (known as Bank of Arkansas) Creditor's Name 3500 N. College Ave Fayetteville, AR 72703 Creditor's mailing address Creditor's email address, if known Date debt was incurred September 28, 2016 Last 4 digits of account number	Describe debtor's property that is subject to a lien Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926 Describe the lien 1st Deed of Trust Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)	\$20,597,156.09	\$20,500,000.00
-----	--	---	-----------------	-----------------

Debtor WD-I Associates, LLC
Name

Case number (if know) _____

Do multiple creditors have an interest in the same property?

☐ No
☒ Yes. Specify each creditor, including this creditor and its relative priority.
Specified on line 2.1

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent
☐ Unliquidated
☐ Disputed

2.3 Pineland Associates II, LLC

Creditor's Name

2529 Virginia Beach Blvd
Virginia Beach, VA 23452

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

September 28, 2016

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☒ Yes. Specify each creditor, including this creditor and its relative priority.
Specified on line 2.1

Describe debtor's property that is subject to a lien

\$1,000,000.00

\$20,500,000.00

Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926

Describe the lien

2nd Deed of Trust

Is the creditor an insider or related party?

☒ No
☐ Yes

Is anyone else liable on this claim?

☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

2.4 Wheeler Reit, L.P.

Creditor's Name

2529 Virginia Beach Blvd
Virginia Beach, VA 23452

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

09/28/2016

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☒ Yes. Specify each creditor, including this creditor and its relative priority.
Specified on line 2.1

Describe debtor's property that is subject to a lien

\$11,000,000.00

\$20,500,000.00

Land and improvements known as Sea Turtle Marketplace located at 430 William Hilton Parkway, Hilton Head Island, SC 29926

Describe the lien

2nd Deed of Trust

Is the creditor an insider or related party?

☐ No
☒ Yes

Is anyone else liable on this claim?

☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$32,745,621.
86

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Debtor WD-I Associates, LLC
Name

Case number (if know) _____

Name and address

**On which line in Part 1 did
you enter the related creditor?**

**Last 4 digits of
account number for
this entity**

Joseph J. Tierney, Esq.
Young Clement Rivers, LLP
PO Box 993
Charleston, SC 29402

Line 2.2

Nora R. O'Neill, Esq.
Frederic Dorwart, Lawyers
124 E. Fourth Street
Tulsa, OK 74103

Line 2.2

Robert W. McFarland, Esq.
McGuire Woods
World Trade Center
101 West Main Street
Norfolk, VA 23510-1655

Line 2.4

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		As of the petition filing date, the claim is: <i>Check all that apply.</i>	Amount of claim
3.1	Nonpriority creditor's name and mailing address Fiamma Italian Kitchen, LLC 27 Pearl Reef Lane Hilton Head Island, SC 29926 Date(s) debt was incurred _____ Last 4 digits of account number <u>1820</u>	<input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Lease dispute</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.2	Nonpriority creditor's name and mailing address G&S Nursery 1550 SW Bedenbaugh Lane Lake City, FL 32025 Date(s) debt was incurred _____ Last 4 digits of account number _____	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Subcontractor with Davis Landscaping - filed notice of mechanics' lien 2/5/18; currently unreleased of record.</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.3	Nonpriority creditor's name and mailing address Harrison Perrine 909 Walnut Street #2503 Kansas City, MO 64106 Date(s) debt was incurred _____ Last 4 digits of account number _____	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$32,059.68
3.4	Nonpriority creditor's name and mailing address Kaufman & Canoles, P.C. 150 West Main Street Norfolk, VA 23514 Date(s) debt was incurred _____ Last 4 digits of account number _____	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$80,081.44

Debtor	WD-I Associates, LLC <small>Name</small>	Case number (if known) _____
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3.5	Nonpriority creditor's name and mailing address Perrine Investments c/o Harrison Perrine 909 Walnut Street, #2503 Kansas City, MO 64106 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$128,622.84 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.6	Nonpriority creditor's name and mailing address Sandcastle Constructors, Inc. 15 Trellis Court Hilton Head Island, SC 29926 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>FOR NOTICE PURPOSES ONLY</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.7	Nonpriority creditor's name and mailing address Superior Document Services 8th & Main Building 707 E. Main Street, Ste 150 Richmond, VA 23219 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$31,165.72 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.8	Nonpriority creditor's name and mailing address Wheeler Capital, LLC 1055 Laskin Road, Ste 100 Virginia Beach, VA 23451 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$0.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>FOR NOTICE PURPOSES ONLY</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.9	Nonpriority creditor's name and mailing address Wheeler Construction c/o Jon Wheeler 1055 Laskin Road, Suite 100 Virginia Beach, VA 23451 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$22,877.08 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address Wheeler Development LLC 2529 Virginia Beach Blvd Ste 200 Virginia Beach, VA 23452 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$258,873.87 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address Wheeler Interests, LLC 2529 Virginia Beach Blvd, Ste 200 Virginia Beach, VA 23452 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$3,700.41 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Debtor WD-I Associates, LLC Case number (if known) _____

Name

3.12 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$279,199.86
 Wheeler Real Estate LLC
 2529 Virginia Beach Boulevard
 Virginia Beach, VA 23452
☐ Contingent
☐ Unliquidated
☒ Disputed
 Date(s) debt was incurred _____
 Basis for the claim: _____
 Last 4 digits of account number _____
 Is the claim subject to offset? ☐ No ☒ Yes

3.13 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
 Wheeler Retail Ventures, LLC
 1055 Laskin Road, Ste 100
 Virginia Beach, VA 23451
☐ Contingent
☐ Unliquidated
☐ Disputed
 Date(s) debt was incurred _____
 Basis for the claim: FOR NOTICE PURPOSES ONLY
 Last 4 digits of account number _____
 Is the claim subject to offset? ☐ No ☒ Yes

3.14 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$0.00
 Woodside Capital, LLC
 1055 Laskin Road, Ste 100
 Virginia Beach, VA 23451
☐ Contingent
☐ Unliquidated
☐ Disputed
 Date(s) debt was incurred _____
 Basis for the claim: FOR NOTICE PURPOSES ONLY
 Last 4 digits of account number _____
 Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Benjamin Thomas Shelton PO Box 24005 Hilton Head Island, SC 29925	Line <u>3.1</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 836,580.90
5c.	\$ 836,580.90

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest Shopping Center Lease

State the term remaining Through 2024

List the contract number of any government contract _____

Dream Boutique
147 Prince Court
Hardeeville, SC 29927

2.2. State what the contract or lease is for and the nature of the debtor's interest Insurance contract

State the term remaining _____

List the contract number of any government contract _____

Everest Indemnity Insurance Company
477 Martinsville Road
PO Box 830
Liberty Corner, NJ 07938-0830

2.3. State what the contract or lease is for and the nature of the debtor's interest Lease Listing Agreement

State the term remaining _____

List the contract number of any government contract _____

Lee & Associates
Attn: Elysa Welch
960 Morrison Drive, Suite 400
Charleston, SC 29403

2.4. State what the contract or lease is for and the nature of the debtor's interest Grounds maintenance of 430 William Hilton Parkway

State the term remaining _____

List the contract number of any government contract _____

Ocean Woods Landscaping Co., Inc.
67 Union Cemetery Road
Hilton Head Island, SC 29926

Debtor 1 WD-I Associates, LLC

Case number (if known)

First Name

Middle Name

Last Name

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.5. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2028

List the contract number of any government contract

Orangetheory Fitness, LLC
39 Hackney Pony Ln.
Hilton Head Island, SC 29926

2.6. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2028

List the contract number of any government contract

Petsmart, Inc.
19601 N. 27th Ave.
Phoenix, AZ 85027

2.7. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Estimated through 2030

List the contract number of any government contract

Starbucks Corporation
2401 Utah Avenue South
Seattle, WA 98134

2.8. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2024

List the contract number of any government contract

Stein Mart, Inc.
1200 Riverplace Blvd
Jacksonville, FL 32207

2.9. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2029

List the contract number of any government contract

T&A Management, Inc.
812 Huron Rd.
Cleveland, OH 44115

2.10. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2024

List the contract number of any

Thanh Ta dba Island Nails & Spa
96 Mathews Drive, #144
Hilton Head Island, SC 29926

Debtor 1 WD-I Associates, LLC

Case number (if known)

First Name

Middle Name

Last Name

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

government contract

2.11. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2028

List the contract number of any government contract

WBisland, Inc. dba Jersey Mike's
P.O. Box 20562
Greenville, NC 27858

2.12. State what the contract or lease is for and the nature of the debtor's interest Shopping center lease

State the term remaining Through 2027

List the contract number of any government contract

West Marine Products, Inc.
P.O. Box 50070
Watsonville, CA 95077

2.13. State what the contract or lease is for and the nature of the debtor's interest Management Agreement

State the term remaining Annual renewals

List the contract number of any government contract

Wheeler Real Estate Investments, LLC
1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

2.14. State what the contract or lease is for and the nature of the debtor's interest Indemnity bond covering construction services by Sandcastle Construction

State the term remaining

List the contract number of any government contract

Zurich American Insurance Company
P.O. Box 968037
Schaumburg, IL 60196

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name		Mailing Address	Name	Check all schedules that apply:
2.1	Jon S. Wheeler	1055 Laskin Road, Suite 100 Virginia Beach, VA 23451	BOKF, N.A. (known as Bank of Arkansas)	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Fill in this information to identify the case:

Debtor name WD-I Associates, LLC

United States Bankruptcy Court for the: DISTRICT OF SOUTH CAROLINA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:
From 1/01/2019 to Filing Date

Sources of revenue
Check all that apply

☐ Operating a business
☒ Other Total gross rental income through 3/31

Gross revenue
(before deductions and exclusions)

\$303,132.23

For prior year:
From 1/01/2018 to 12/31/2018

☐ Operating a business
☒ Other Total gross rental income

\$1,025,448.99

For year before that:
From 1/01/2017 to 12/31/2017

☐ Operating a business
☒ Other Total gross rental income

\$401,496.24

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor WD-I Associates, LLC

Case number (if known)

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See attached list of all payments within 90 days	See attached	\$0.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Various</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See attached list of all payments to insiders within the past year VA	See attached	\$0.00	Various

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Fiamma Italian Kitchen Llc, ll Casale Wood Fired Ristorante And Pizzeria Llc vs. Wdi Associates Llc, Abc Corporation 1, Abc Corporation Inc 2018CP0701820	Alternative Dispute Resolution	South Carolina Court of Common Pleas County of Beaufort SC	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. BOKF, NA v. WD-I Associates, LLC, Jon S. Wheeler and Wheeler Real Estate, LLC 2019-CP-07-00803	Appointment of Receiver	State of South Carolina County of Beaufort	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor WD-I Associates, LLC

Case number (if known)

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.3.	Goodman Gable Gould/Adjusters International, Inc. v. WD-I Associates, LLC, et al.	Breach of contract	Beaufort County Court of Common Pleas Beaufort, SC 29901-0487	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.4.	Griffin Contracting v. WD-I Associates, et al. 2018CP0701896	Enforcement of Mechanics' Lien	County of Beaufort Court of Common Pleas	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Dates of loss	Value of property lost
Starbucks building - fire	\$580,269.00; Approximately \$190,000 still held with Bank of Arkansas and \$* held in Debtor's insurance account	January 2018	Unknown

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
---	---	-------	-----------------------

Debtor WD-I Associates, LLC

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Crowley Liberatore P.C. 150 Boush Street, Suite 300 Norfolk, VA 23510	6/1/2018 - \$10,000 placed into fiduciary; 9/11/2018 - \$50,000 placed into fiduciary; 4/16/2019 - \$35,000 placed into fiduciary. Monthly invoices paid: June \$5,581 and \$210; July \$862.26; August \$175; October \$800.00 and \$3,590; November \$10,727; January \$595; February \$825 and \$1,483.40; March \$3,640; April \$4,367.72; May 3 \$9,500 (wrote off approx. \$1,000 plus time between 5/3 and 5/7)	Various - See entry under "if not money"	\$42,356.38

Email or website address

Who made the payment, if not debtor?

11.2. Campbell Law Firm PA 890 JOhnnie Dodds Boulevard, Suite B PO Box 684 Mount Pleasant, SC 29464	Pre-petition payment disclosed on Statement of Compensation		\$15,000.00
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Email or website address

Who made the payment, if not debtor?

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
14.1. 2529 Virginia Beach Boulevard Virginia Beach, VA 23452	Until Feb 2018

Debtor WD-I Associates, LLC

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Towne Bank c/o Wheeler Real Estate Company	XXXX-	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other	Approximately June/July 2018	Unknown
18.2.	Towne Bank c/o Wheeler Real Estate Company	XXXX-	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Security Deposit Account</u>	Approximately June/July 2018	Unknown
18.3.	Virginia Community Bank	XXXX-4814	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Checking and Security Deposit account</u>		\$0.00

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this

Debtor WD-I Associates, LLC

case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
Sandcastle Constructors, Inc. 15 Trellis Court Hilton Head Island, SC 29926	Debtor's real property	Construction Equipment	Unknown

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No.
☐ Yes. Provide details below.

Debtor WD-I Associates, LLC

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26a.1. Cherry Bekaert & Holland LLP
222 Central Park Avenue
Suite 1400
Virginia Beach, VA 23462

2016-2019

26a.2. Wheeler Real Estate Co. (& affiliates)
2529 Virginia Beach Boulevard
Virginia Beach, VA 23452

2014 through March
2018

26a.3. Yockey & Associates
109 E. Main Street
Suite 400
Norfolk, VA 23510

Approximately April
2018 through April
2019

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are
unavailable, explain why

26c.1. Wheeler Real Estate Investments, LLC
1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

26c.2. Wheeler Real Estate Co. (& affiliates)
2529 Virginia Beach Boulevard
Virginia Beach, VA 23452

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. Bank of Arkansas
3500 N. College Ave
Fayetteville, AR 72703

Debtor WD-I Associates, LLC

Case number (if known) _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
WD-I Management, LLC	1055 Laskin Road Suite 100 Virginia Beach, VA 23451	Manager of debtor limited liability company	10
Name	Address	Position and nature of any interest	% of interest, if any
Jon Wheeler	1055 Laskin Road, Suite 100 Virginia Beach, VA 23451	Director and sole owner of WD-I Management, LLC	0
Name	Address	Position and nature of any interest	% of interest, if any
Michael McCabe		Board of Directors	0%
Name	Address	Position and nature of any interest	% of interest, if any
Tara Saunders		Board of Directors	0%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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30.1 See response to Question 3 of SFA

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Debtor WD-I Associates, LLC

Case number (if known) _____

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?



No



Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

5/6/2019

Executed on _____

/s/Jon Wheeler

Signature of individual signing on behalf of the debtor

Jon Wheeler

Printed name

Position or relationship to debtor Manager, WD-I Management, LLC

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?



No



Yes

Transaction List by Vendor

February through April 2019

	Date	Num	Memo	Amount
Another Broken Egg Allowance	02/08/2019	wire	TI Allowance	-45,916.66
	03/05/2019	wire	TI Allowance	-45,916.68
Beaufort County	02/12/2019	5210		-12,936.70
	02/12/2019	5211		-16,182.78
	02/12/2019	5223		-580.44
	03/08/2019	5230		-9,558.26
Campbell Law Firm	04/16/2019	wire	Campbell Law Firm	-15,000.00
Cherry Bekaert LLP	04/19/2019	5264		-9,050.00
Count on Christine Consulting, LLC	02/12/2019	5212	January	-390.00
	03/05/2019	5225	February	-585.00
	04/02/2019	5249	March	-910.00
Court Atkins Architects Inc	04/11/2019	2107		-175.54
Crowley Liberatore Ryan & Brogan P.C	04/16/2019	ACH	debit memo	-35,000.00
Cushman & Wakefield of North Carolina Inc	02/20/2019	WIRE		-2,750.00
	04/02/2019	5250		-2,750.00
Hilton Head PSD #27323/50268	02/12/2019	5213	27323	-38.00
	03/15/2019	5231	50268	-48.00
	04/11/2019	5256	50268	-38.00
Hilton Head PSD #47244	02/12/2019	5214	47244	-38.00
	03/05/2019	5226	47244	-18.00
Hilton Head PSD #47618/50269	02/12/2019	5215	47618	-38.00
	03/05/2019	5227	47618	-18.00
	03/15/2019	5232	50269	-43.00
	04/11/2019	5257	50269	-38.00
Hilton Head PSD #47620/50270	02/12/2019	5216	47620	-365.00
	03/15/2019	5233	47620	-155.00
	04/11/2019	5258	47620	-297.00
Hilton Head PSD #48503/50265	02/12/2019	5217	48503	-99.00
	03/15/2019	5234	50265	-77.00
	04/11/2019	5259	50265	-80.00
Hilton Head PSD #48504/50266	02/12/2019	5218	48504	-49.00
	03/15/2019	5235	50266	-50.00
	04/11/2019	5260	50266	-44.00
HUB International Northeast	03/15/2019	5244	WHEEREA-01	-9,787.00
	03/26/2019	5247	WHEEREA-01	-5,702.59
	04/24/2019	5266	WHEEREA-01	-26,910.82
Innovation Builders	04/18/2019	5263	Island Nail Spa	-25,000.00
Kerry Wicke Ltd, LLC	02/12/2019	2104	SBUX INITIAL PERMI	-4,950.00
LeCraw Engineering (LECRW) INC	03/21/2019	2106		-2,750.00
Lee & Associates	04/18/2019	WIRE	50% Dream Boutique	-7,139.34
Lindavid, Inc dba C&C Fence	02/04/2019	2101		-449.40
	02/19/2019	2105		-449.40
	04/19/2019	2108	Invoice 65086	-449.40

Transaction List by Vendor

February through April 2019

	Date	Num	Memo	Amount
LoopNet	03/21/2019	5245		-74.40
	04/02/2019	5251		-74.40
Luis Breve	04/19/2019	5265	Sea Turtle SC Pressu	-3,564.00
Ocean Woods Landscaping Co Inc	02/12/2019	5219		-1,640.00
	03/01/2019	5224		-3,640.00
	03/05/2019	5228		-390.00
	03/26/2019	5248	CWDI-2	-7,530.00
	04/02/2019	5252	CWDI-2	-675.00
Palmetto Electric Coop	02/12/2019	5220	1/3-1/28 Final bill	-27.00
	02/18/2019	ACH	1/3-1/28 Final bill 9906	-24.53
Palmetto Electric Coop #5005	02/19/2019	ACH	234415005	-55.66
	03/15/2019	5236	234415005	-52.66
Palmetto Electric Coop #5006	02/19/2019	ACH	234415006	-2,632.90
	03/15/2019	5237	234415006	-2,632.90
Palmetto Electric Coop #5008	02/04/2019	5208	234415008	-484.00
	03/05/2019	5229	234415008	-484.00
	04/02/2019	5253	234415008	-470.00
Palmetto Electric Coop #5010	02/19/2019	ACH	234415010	-30.00
	03/15/2019	5238	234415010	-28.00
Palmetto Electric Coop #5011	02/19/2019	ACH	234415011	-164.00
	03/15/2019	5239	234415011	-123.00
Palmetto Electric Coop #5017	02/19/2019	ACH	234415017	-22.74
Palmetto Electric Coop #5019	02/19/2019	ACH	234415019	-22.00
	03/15/2019	5240	234415019	-20.00
Palmetto Electric Coop #5020				
Palmetto Electric Coop #5020	02/19/2019	ACH	234415020	-22.00
	03/15/2019	5241	234415020	-20.00
SC Secretary of State				
SC Secretary of State	04/23/2019	5267		-10.00
The Bellamy Law Firm	03/21/2019	wire		-22,500.00
Town of Hilton Head Island	02/05/2019	2102		-2,052.40
	04/30/2019	5268		-1,724.70
Towne Bank	02/08/2019			-25.00
	03/18/2019	ACH		-25.27
	04/16/2019	ACH	Analysis Actifity	-19.36
	04/16/2019	ACH	O-W Charge	-25.00
	04/18/2019	ACH	O-W Charge	-25.00
Waste Pro of SC	02/12/2019	5221	065869	-468.43
	03/15/2019	5242	065869	-467.85
Williams Mullen	03/15/2019	5243		-324.00
				-335393.21

Date	Memo	Account	Amount	Invoiced for
Fairfield Associates LLC				
12/23/2018	For repayment of prepaid insurance	1114-00 · TOWNEBANK 6120	-4,650.55	Prepaid Insurance account
Northeast Plaza Associates LLC				
08/02/2018	Expenses	1125-00 · VA COMM BK 4814 *Clc	-27,222.56	Due to affiliate
09/30/2018	Due to - for Insurance	1125-00 · VA COMM BK 4814 *Clc	-667.97	Prepaid Insurance account
South Plaza Associates				
09/30/2018	Due to - for Insurance	1125-00 · VA COMM BK 4814 *Clc	-1,112.63	Prepaid Insurance account
WD-1 MANAGEMENT LLC				
11/08/2018	Cherry Bekeart bill	1125-00 · VA COMM BK 4814 *Clc	-4,800.00	Audit & Return account
Wheeler Construction LLC				
05/10/2018	224	1110-00 · BANK OF ARKANSAS 5	-44,864.21	Architecture
09/11/2018	Kitchen & Co	1125-00 · VA COMM BK 4814 *Clc	-10,000.00	Architecture
11/14/2018		1125-00 · VA COMM BK 4814 *Clc	-20,000.00	Architecture
02/19/2019	Kitchen & Co	1114-00 · TOWNEBANK 6120	-5,000.00	Architecture
WREI LLC - Mgmt Fees				
05/22/2018	3/1/18-5/8/18 Mgmt Fees	1125-00 · VA COMM BK 4814 *Clc	-1,156.10	Mgmt Fees
06/26/2018	5-20-18 to 6-20-18 see attached +	1125-00 · VA COMM BK 4814 *Clc	-4,208.00	Mgmt Fees
08/20/2018		1125-00 · VA COMM BK 4814 *Clc	-8,157.77	Mgmt Fees
09/06/2018	Starbucks	1125-00 · VA COMM BK 4814 *Clc	-69,300.00	Commission
09/26/2018	8-21-18 to 9-18-18 see attached	1125-00 · VA COMM BK 4814 *Clc	-4,228.09	Mgmt Fees
10/22/2018	9-20-18 to 10-20-18 see attached	1125-00 · VA COMM BK 4814 *Clc	-4,360.37	Mgmt Fees
12/04/2018	10-20-18 to 11-20-18 see attached	1114-00 · TOWNEBANK 6120	-4,619.23	Mgmt Fees
12/18/2018	11-20-18 to 12-13-18 see attached	1114-00 · TOWNEBANK 6120	-4,455.90	Mgmt Fees
01/15/2019		1114-00 · TOWNEBANK 6120	-29.20	Printing
01/31/2019	12-14-18 to 1-20-19 see attached	1114-00 · TOWNEBANK 6120	-4,630.10	Mgmt Fees
03/21/2019		1114-00 · TOWNEBANK 6120	-549.36	Reimbursement of Amex Chgs
03/25/2019		1114-00 · TOWNEBANK 6120	-9,899.48	Mgmt Fees
04/11/2019		1114-00 · TOWNEBANK 6120	-7.00	Postage
05/02/2019	3/21-4/20/19	1114-00 · TOWNEBANK 6120	-5,397.47	Mgmt Fees

**United States Bankruptcy Court
District of South Carolina**

In re WD-I Associates, LLC

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Cahoon Hilton Head, LLC 1501 Cahoon Parkway Chesapeake, VA 23322		27.3	Limited Partner
Howard Kaye 21 Lincoln Lane Purchase, NY 10577		18.1953	Limited Partner
Pineland Associates, LLC 2529 Virginia Beach Blvd Ste 200 Virginia Beach, VA 23452		23.14	Limited Partnership
Ronald L Cooper 2269 Foggy Brook Loop The Villages, FL 32162		.9098	Limited Partner
Tish Nahata 51 Spooner Road Chestnut Hill, MA 02467		.4549	Limited Partner
WD-I Management, LLC 1055 Laskin Road Suite 300 Virginia Beach, VA 23451		10	Limited Partner
Wheeler Retail Ventures I, LLC 1055 Laskin Road Suite 100 Virginia Beach, VA 23451		20	Limited Partnership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of WD-I Management, LLC, which is the manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 5/6/2019

Signature /s/Jon Wheeler
Jon Wheeler

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

Beaufort County
Treasurer
PO Drawer 487
Beaufort, SC 29901-0487

Benjamin Thomas Shelton
PO Box 24005
Hilton Head Island, SC 29925

BOKF, N.A. (known as Bank of Arkansas)
3500 N. College Ave
Fayetteville, AR 72703

Dream Boutique
147 Prince Court
Hardeeville, SC 29927

Everest Indemnity Insurance Company
477 Martinsville Road
PO Box 830
Liberty Corner, NJ 07938-0830

Fiamma Italian Kitchen, LLC
27 Pearl Reef Lane
Hilton Head Island, SC 29926

G&S Nursery
1550 SW Bedenbaugh Lane
Lake City, FL 32025

Harrison Perrine
909 Walnut Street #2503
Kansas City, MO 64106

Jon S. Wheeler
1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

Joseph J. Tierney, Esq.
Young Clement Rivers, LLP
PO Box 993
Charleston, SC 29402

Kaufman & Canoles, P.C.
150 West Main Street
Norfolk, VA 23514

Lee & Associates
Attn: Elysa Welch
960 Morrison Drive, Suite 400
Charleston, SC 29403

Nora R. O'Neill, Esq.
Frederic Dorwart, Lawyers
124 E. Fourth Street
Tulsa, OK 74103

Ocean Woods Landscaping Co., Inc.
67 Union Cemetery Road
Hilton Head Island, SC 29926

Orangetheory Fitness, LLC
39 Hackney Pony Ln.
Hilton Head Island, SC 29926

Perrine Investments
c/o Harrison Perrine
909 Walnut Street, #2503
Kansas City, MO 64106

Petsmart, Inc.
19601 N. 27th Ave.
Phoenix, AZ 85027

Pineland Associates II, LLC
2529 Virginia Beach Blvd
Virginia Beach, VA 23452

Robert W. McFarland, Esq.
McGuire Woods
World Trade Center
101 West Main Street
Norfolk, VA 23510-1655

Sandcastle Constructors, Inc.
15 Trellis Court
Hilton Head Island, SC 29926

Starbucks Corporation
2401 Utah Avenue South
Seattle, WA 98134

Stein Mart, Inc.
1200 Riverplace Blvd
Jacksonville, FL 32207

Superior Document Services
8th & Main Building
707 E. Main Street, Ste 150
Richmond, VA 23219

T&A Management, Inc.
812 Huron Rd.
Cleveland, OH 44115

Thanh Ta dba Island Nails & Spa
96 Mathews Drive, #144
Hilton Head Island, SC 29926

WBisland, Inc. dba Jersey Mike's
P.O. Box 20562
Greenville, NC 27858

West Marine Products, Inc.
P.O. Box 50070
Watsonville, CA 95077

Wheeler Capital, LLC
1055 Laskin Road, Ste 100
Virginia Beach, VA 23451

Wheeler Construction
c/o Jon Wheeler
1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

Wheeler Development LLC
2529 Virginia Beach Blvd Ste 200
Virginia Beach, VA 23452

Wheeler Interests, LLC
2529 Virginia Beach Blvd, Ste 200
Virginia Beach, VA 23452

Wheeler Real Estate Investments, LLC
1055 Laskin Road, Suite 100
Virginia Beach, VA 23451

Wheeler Real Estate LLC
2529 Virginia Beach Boulevard
Virginia Beach, VA 23452

Wheeler Reit, L.P.
2529 Virginia Beach Blvd
Virginia Beach, VA 23452

Wheeler Retail Ventures, LLC
1055 Laskin Road, Ste 100
Virginia Beach, VA 23451

Woodside Capital, LLC
1055 Laskin Road, Ste 100
Virginia Beach, VA 23451

Zurich American Insurance Company
P.O. Box 968037
Schaumburg, IL 60196

**United States Bankruptcy Court
District of South Carolina**

In re WD-I Associates, LLC

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for WD-I Associates, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Cahoon Hilton Head, LLC
1501 Cahoon Parkway
Chesapeake, VA 23322

Howard Kaye
21 Lincoln Lane
Purchase, NY 10577

Pineland Associates, LLC
2529 Virginia Beach Blvd
Ste 200
Virginia Beach, VA 23452

WD-I Management, LLC
1055 Laskin Road
Suite 300
Virginia Beach, VA 23451

Wheeler Retail Ventures I, LLC
1055 Laskin Road
Suite 100
Virginia Beach, VA 23451

☐ None [*Check if applicable*]

5/6/2019

Date

/s/Michael H. Conrady

Michael H. Conrady

Signature of Attorney or Litigant
Counsel for WD-I Associates, LLC
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